

Aguirre Sergio A.  
Form 4  
August 02, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Aguirre Sergio A.

2. Issuer Name and Ticker or Trading Symbol  
Gogo Inc. [GOGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
111 N. CANAL STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/31/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, BA division

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|---|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Restricted<br>Stock Units                   | <u>(1)</u>                         | 07/31/2018       | A          | 1,502  |      |   |     |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 1,502                               |
| Options<br>(Right to<br>Buy)                | \$ 3.58                            | 07/31/2018       | A          | 10,164   |      |   |     |     | <u>(3)</u>          | 07/31/2028         | Common<br>Stock | 10,164                              |
| Performance<br>Restricted<br>Stock Units    | <u>(4)</u>                         | 07/31/2018       | A          | 2,640  |      |   |     |     | <u>(5)</u>          | <u>(5)</u>         | Common<br>Stock | 2,640                               |
| Performance<br>Options<br>(Right to<br>Buy) | \$ 3.58                            | 07/31/2018       | A          | 17,780   |      |   |     |     | <u>(6)</u>          | <u>(6)</u>         | Common<br>Stock | 17,780                              |
| Restricted<br>Stock Units                   | <u>(1)</u>                         | 07/31/2018       | A          | 16,203   |      |   |     |     | <u>(7)</u>          | <u>(7)</u>         | Common<br>Stock | 16,203                              |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| Aguirre Sergio A.<br>111 N. CANAL STREET<br>CHICAGO, IL 60606 |               |           | President, BA division |       |

## Signatures

|   |            |
|---|------------|
| /s/ Margee Elias, Attorney-in-Fact for Sergio A.<br>Aguirre | 08/02/2018 |
| **Signature of Reporting Person                             | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- (2) 1,502 restricted stock units were granted on July 31, 2018. 1,502 of these restricted stock units are scheduled to vest ratably in equal installments on July 31, 2019, July 31, 2020, July 31, 2021 and July 31, 2022.
- (3) These options were granted on July 31, 2018 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of the grant date, subject to continued employment with the Company.

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- (4) Each performance restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.

The performance restricted stock units vest and are settled when they have both time vested and performance vested as follows: (i) the performance restricted stock units time vest in equal annual installments on the first four anniversaries of July 31, 2018 and (ii) the

- (5) performance restricted stock units performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of July 31, 2018 equals or exceeds \$12 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by July 31, 2022 shall be forfeited.

The performance options vest and become exercisable when they have both time vested and performance vested as follows: (i) the performance options time vest in equal annual installments on the first four anniversaries of July 31, 2018 and (ii) the performance

- (6) options performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of July 31, 2018 equals or exceeds \$12 for a period of 30 consecutive trading days. Any performance option that has not performance vested by July 31, 2022 shall be forfeited.

- (7) 16,203 restricted stock units were granted on July 31, 2018. 16,203 of these restricted stock units are scheduled to fully vest on July 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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